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Katherine Stadler

Attorneys for the Fee Committee

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
LEHMAN BROTHERS HOLDINGS, INC. <i>et al.</i> ,	:	Case No. 08-13555 (JMP)
	:	
Debtors.	:	(Jointly Administered)
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**STIPULATION BETWEEN REED SMITH LLP
AND THE FEE COMMITTEE REGARDING THE
FOURTH INTERIM APPLICATION OF REED SMITH LLP, SPECIAL
COUNSEL FOR THE DEBTORS, FOR COMPENSATION AND EXPENSES
FOR THE PERIOD JUNE 1, 2011 THROUGH SEPTEMBER 30, 2011**

**TO: THE HONORABLE JAMES M. PECK,
UNITED STATES BANKRUPTCY JUDGE**

WHEREAS, on December 14, 2011, Reed Smith LLP (“Reed Smith”) filed the *Fourth Interim Application of Reed Smith LLP, Special Counsel for the Debtors, For Interim Allowance of Compensation and Reimbursement of Expenses for the period of June 1, 2011 Through September 30, 2011* (the “Fourth Fee Application”) [Docket No. 23382] seeking interim fees in the amount of \$316,614 for professional services rendered and reimbursement of out-of-pocket expenses in the amount of \$6,628.90 with respect to the period from June 1, 2011 through September 30, 2011 (the “Ninth Interim Period”);

WHEREAS, Reed Smith regularly has received from the Debtors 80 percent of the amounts invoiced to the Debtors for professional services rendered and 100 percent of the amounts invoiced for out-of-pocket expenses during the pendency of these cases;

WHEREAS, pursuant to the *Order Appointing Fee Committee and Approving Fee Protocol* [Docket No. 3651], and consistent with the procedures set forth in the *Amended Fee Protocol* attached as Exhibit A to the *Order Amending the Fee Protocol* [Docket No. 15998], counsel for the Fee Committee in the chapter 11 cases of Lehman Brothers Holdings, Inc., *et al.* (the “Fee Committee”) has reviewed the Fourth Fee Application, issued a Confidential Letter Report with respect thereto on February 16, 2012, and entered into negotiations with Reed Smith regarding the Fourth Fee Application;

WHEREAS, as a result of these negotiations, Reed Smith and the Fee Committee have agreed to a reduction of \$1,002.55 for professional services rendered and \$4.25 for expenses incurred by Reed Smith in the Ninth Interim Period;

STIPULATION

NOW, THEREFORE, the Fee Committee and Reed Smith hereby stipulate and agree that the Court may enter an order (to be submitted subsequently) approving Reed Smith’s request for allowance and payment of interim compensation and reimbursement of out-of-pocket expenses in the reduced amount of \$315,611.45 in fees and reimbursement of \$6,624.65 in out-of-pocket expenses for the period from June 1, 2011 through September 30, 2011, and directing the Debtors to pay any such amounts not previously paid to Reed Smith.

[Signature page follows]

Dated: Madison, Wisconsin
March 23, 2012.

GODFREY & KAHN, S.C.

By: /s/ Katherine Stadler
Katherine Stadler
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Attorneys for the Fee Committee

Dated: Chicago, Illinois
March 21, 2012.

REED SMITH LLP

By: /s/ Carolyn H. Rosenberg
Carolyn H. Rosenberg
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